ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960

(202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH. SAUDI ARABIA KUWAIT CITY, KUWAIT ABU DHABI, UNITED ARAB EMIRATES DUBAI, UNITED ARAB EMIRATES HONG KONG SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP
LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

Via Hand Delivery

Federal Communications Commission International Bureau-Earth Stations P.O. Box 358160 Pittsburgh, PA 15251-5160

Re:

Domestic Fixed Satellite Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Turner Teleport, Inc., licensee of Station KA48 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$385.00 in payment of the requisite filing fee is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

S. h. Klehen

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186989v1

BRYAN CAVELLP

700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

February 10, 2000

FIRST UNION NATIONAL BANK Number Washington, DC 20006 25064

Net Amount

\$385.00

TO THE ORDER OF

Federal Communications

Commission

Three Hundred Eighty Five & 0/100

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025064# #054000807# 20667#01683409#

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING	EEDERAL COM	MINIO CONTRACTOR OF THE PROPERTY OF THE PROPER	APPROVED BY OMB 3060-0589	
DEI ONE I NOCEDINO	3	MUNICATIONS COMMISSION FANCE ADVICE	SPECIAL USE	
			FCC USE ONLY	
(1) LOCKBOX # 358160	PAGE	NO OF	TOO USE ONLY	
		A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card, enter na Bryan Cave LLP	e exactly as it appears on your card)		(3) TOTAL AMOUNT PAID (dollars and cents) 385.00	
(4) STREET ADDRESS LINE NO. 1	0		385.00	
700 Thirteenth Street, N.W. (5) STREET ADDRESS LINE NO. 2	Suite 700			
(E) CEV				
Washington		(7) STATE	(8) ZIP CODE 20005	
(9) DAYTIME TELEPHONE NUMBER (Include area (202) 508-6000	ode)	(10) COUNTRY CODE (if not in U.S.A.)		
	ME AND THE APPLICAN	T NAME ARE DIFFERENT, CO	OMPLETE SECTION B	
IF MORI	THAN ONE APPLICANT	, USE CONTINUATION SHEE	TS (FORM 159-C)	
(11) APPLICANT NAME (if paying by credit card, ent		APPLICANT INFORMATION ard)		
AOL Time Warner Inc. 12) STREET ADDRESS LINE NO. 1				
75 Rockefeller Plaza				
13) STREET ADDRESS LINE NO. 2				
14) CITY		(15) STATE	(16) ZIP CODE	
New York 17) DAYTIME TELEPHONE NUMBER (Include area	ode)	(18) COUNTRY CODE (if not in U.S.A.)	10019	
(212) 484-8000	•	1		
COMPLETE SECTION C FOR E		BOXES ARE NEEDED, USE (PAYMENT INFORMATION	CONTINUATION SHEETS (FORM 159-C)	
19A) FCC CALL SIGN/OTHER ID (20A) PAY			C) IN BLOCK 20A FCC USE ONLY	
KA58	C N X	1 s	385.00	
23A) FCC CODE 1	•	(24A) FCC CODE 2	<u>,</u>	
19B) FCC CALL SIGN/OTHER ID (20B) PAY	ENT TYPE CODE (PTC) (21	(22B) FEE DUE FOR (PTC	C) IN BLOCK 20B FCC USE ONLY	
23B) FCC CODE 1		\$ (24B) FCC CODE 2		
	·	(245)10000022		
19C) FCC CALL SIGN/OTHER ID (20C) PAY	ENT TYPE CODE (PTC) (21	· · · · · · · · · · · · · · · · · · ·) IN BLOCK 20C FCC USE ONLY	
23C) FCC CODE 1		\$ (24C) FCC CODE 2		
9D) FCC CALL SIGN/OTHER ID (20D) PAY	ENT TYPE CODE (PTC) (21	D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY	
23D) FCC CODE 1		(240) FCC CODE 2		
	TIALLE TAYBAY			
25)	HON D - TAXPATI	ER INFORMATION (RE	QUIRED) PUCANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-21	
		APPLICANT TIN		
PAYER IIN U 4 3	0 6 0 2 1 6 2	 	0 1 3 4 0 9 9 5 3 4	
7) CERTIFICATION STATEMENT		N E - CERTIFICATION		
John R. Wilner (PRINT NAME)	, Certify und	der penalty of perjury that the	o foregoing and supporting information	
re true and correct to the best of my knowledge, infomation and belief. SIGNATURE				
SECTION F - CREDIT CARD PAYMENT INFORMATION 8) MASTERCARDAVISA ACCOUNT NUMBER: - EXPIRATION DATE:				
MASTERCARD				
			MONTH YEAR	
VISA I hereby authorize the FCC to charge my \	A or MASTERCARD AUTHOR	IZED SIGNATURE	DATE	

FCC 312	3060-0678	FCC Use Only File Number:
Main Form	Est. Avg. Burden Hours Per Response: 11 Hrs	Call Sign:
FEDERAL COMMUNICATIONS COMMISSION		
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZ	ZATIONS	Fee Number

APPLICANT INFORMATION

1. Legal Name of Applicant	2. Voice Telepl	hone Number
AOL Time Warner Inc.	(212) 48	4-8000
3. Other Name Used for Doing Business (if any)	4. Fax Telepho	one Number
	(212) 33	3-3987
5. Mailing Street Address or P.O. Box	6. City	
c/o Time Warner Inc., 75 Rockefeller Plaza	New York	
·	7. State / Country (if not U.S.A.)	8. Zip Code
ATTENTION: Thomas E. McEnerney	NY	10019
9. Name of Contact Representative (If other than applicant)	10. Voice Tele	phone Number
John R. Wilner	(202) 50	08-6041
11. Firm or Company Name	12. Fax Telepl	none Number
Bryan Cave LLP	(202) 50	08-6200
13. Mailing Street Address or P.O. Box	14. City	
700 Thirteenth Street, N.W., Suite 700	Washington	
	15. State / Country (if not U.S.A.)	16. Zip Code
ATTENTION:	DC	20005

*cc: Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006 (202) 719-7303

CLASSIFICATION OF FILING

17. Place an "X" in the box next to	the classification that applies to this filing for both questions a. and	b. Mark only one box for 17a and only one box for 17b.
	bl. Application for License of New Station	1 b6. Transfer of Control of License or Registration
X al. Earth Station	b2. Application for Registration of New Domestic Receive-Only Station	b7. Notification of Minor Modification
	b3. Amendment to a Pending Application	b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
a2. Space Station	b4. Modification of License or Registration	b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
	b5. Assignment of License or Registration	b10. Other (Please Specify):
18. If this filing is in reference to ar	existing station, enter:	19. If this filing is an amendment to a pending application enter:
Call sign of station:		(a) Date pending application was filed: (b) File number of pending application:
KA	58	

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place	æ an "X" in the box(es) next to all that apply.
X a. Fixed Satellite c. Radiodetermination Satellite e. Direct to Home Fixed Satellite b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service	g. Other (please specify)
21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.	2. If earth station applicant, place an "X" in the box(es) next to all that apply.
a. Common Carrier	a. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filin a. Connected to the Public Switched Network b. Not connected to the	
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s). X a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz) c. Other (Please specify)	
TYPE OF ST	TATION
25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box. X a. Fixed Earth Station	d. Mobile Earth Station
26. TYPE OF EARTH STATION FACILITY Mark only one box. X a. Transmit/Receive b. Transmit-Only c. Receive-Only	
PURPOSE OF MODIFICAT	TION OR AMENDMENT
27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply. a — authorization to add new emission designator and related to — authorization to change emission designator and related to — authorization to increase EIRP and EIRP density d — authorization to replace antenna e — authorization to replace antenna f — authorization to relocate fixed station g — authorization to change assigned frequency(ies) h — authorization to add Points of Communication (satelli i — authorization for facilities for which environmental ass k — Other (Please Specify)	ated service ed service ites & countries) tellites & countries)
ENVIRONMENT	TAL POLICY
28 Would a Commission grant of any proposal in this application or amendment have a significant environmental impactified by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1 A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications.	1308 and 1.1311, as an exhibit to this application.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	☐ YES	X NO
30. Is the applicant an alien or the representative of an alien?	☐ YES	X NO
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ YES	X NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		
BASIC QUALIFICATIONS		
35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	☐ YES	X NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of the stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduc control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	X YES	□NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	☐ YES	X NO
42b What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

42 5 4	2 (4 - 1)		. 1		
This applica	43. Description. (Summarize the nature of the application and the services to be provided). This application requests Commission consent to the transfer of control of the Licensee from Time Warner Inc. to AOL Time Warner Inc.				
E 1351	I 11 wife all and ibits that are small	ad to this continution			
Exhibit No.	Identify all exhibits that are attach	ed to this application			
			····		
			·····		

	<u> </u>				
			CERTIFICATIO		
previous use of application wou are incorporate	the same, whether by license or other ild not cause the applicant to be in vio	wise, and requests an plation of the spectrum plication. The undersi	authorization in according aggregation limit in igned, individually and	dance with this application. The 47 CFR Part 20. All statements I for the applicant, hereby certifi	made in exhibits are a material part hereof and es that all statements made in this application
44. Applicant is a	(an): (Place an "X" in the box next to	o applicable response	.)		
	b. Unincorporated Association	C. Partnership	x d. Corporation		f. Other (Please specify)
45. Typed Name of Pe	rson Signing			46. Title of Person Signing	
Thomas E.	McEnerney			Vice President	
47. Signature	37 /117/11/20				48. Date
	Vimus W. W. Enu	nen			February 9, 2000
(U.S. Cod	L FALSE STATEMENTS MA le, Title 18, Section 1001), AN 12(a)(1)), AND/OR FORFEIT	D/OR REVOCAT	TION OF ANY ST	TATION AUTHORIZATION	

					FOOT	A		
FEDERAL COMMUNICATIONS COMMISSION					FCC Use	Only		
FCC 312 - Schedule A (Place an "X" in one of the blocks below)								
X CONSENT TO TRANSFER OF COM	CONSENT TO TRANSFER OF CONTROL CONSENT TO ASSIGNMENT OF LICENSE							
NOTIFICATION OF TRANSFER OF		NOTIFICATION						
☐ OF RECEIVE ONLY REGISTRATION	ON '	OF RECEIVE ON	NLY REGISTRAT	ION				
A1. Name of Licensee or Registrant					1	Telephone Number		
Turner Teleport, Inc. A3. Mailing Street Address or P.O. Box) 827-1088		
One CNN Plaza, P.O. Bo	v 105366				A4. rax	Telephone Number		
ATTENTION: Louise S. Sams	/X 103300				ļ			
A5. City				A6. State / Country (if r	not U.S.A.)		A7. Zip Code	
Atlanta				GA			30348	
A8. List Call Sign(s) of station(s) being assigned or transfere	kd						A9. No. of state	ion(s)
KA58							listed 1	
A10. Name of Transferor/Assignor (if different than licensee	or registrant)		A15. Name of Transfe	ree/Assignee				
Time Warner Inc.								
All. Mailing Street Address or P.O. Box			A16. Mailing Street A					
75 Rockefeller Plaza				arner Inc., 75 R	<u>ockefe</u>			
New York	A13 State/Country	A14. Zip Code 10019	A17. City New York			A18. State/Country	A19. Zip Code 10019	
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.								
A21. If these facilities are licensed, attach as	an exhibit, a complete	e statement setting for	th the facts which s	how how the assign	ment or	transfer will serve	the public interest.	
			<u>ICATION</u>					
1. The undersigned, individually and for licen complete and correct to the best of his/her knd constitute the full agreement.	usee, certifies that all a pwledge and belief. The	attached exhibits perti ne undersigned also ce	nent to Schedule A ertifies that any con	and all statements i tracts or other instru	made in l iments s	Schedule A of this ubmitted herewith	s application are true are complete and	e,
2. The undersigned represents that stock will control or assignment of license will be comparithin 30 days of consummation.	not be delivered and t leted within 60 days o	hat control will not be of Commission consen	e transferred until t t. The undersigned	he Commission's co also acknowledges	nsent ha that the (s been received, be Commission must	ut that transfer of be notified by letter	•
A22. Printed Name of Licensee (Must agree with A1)	A23. Signature	/ //	/	A24. Title (Office Held	by Person S	Signing)	A25. Date	
Turner Teleport, Inc.	X	9 SM	C.	Vice President	t		Feb. 9,	2000
A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10)	A27. Signature	111		A28. Title (Office Held	by Person S	igning)	A29. Date	
Time Warner Inc.	1 to	12 V/S	7	Vice President	t		Feb. 9,	2000
A30 Printed Name of License Transferee/Assignee	A31. Signature	1.171/68		A32. Title (Office Held		igning)	A33. Date	
AOL Time Warner Inc.	-	mintel ME	Allena	Vice President	t		Feb. 9.	2000

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

BRYAN CAVE LLP

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission International Bureau-Earth Stations P.O. Box 358160 Pittsburgh, PA 15251-5160

Re:

Domestic Fixed Satellite Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Time Warner Entertainment-Advance/Newhouse Partnership, licensee of Stations E990035 and E990041 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$515.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Arha K When

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186984v1

BRYAN CAVELLP

700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANK Number Washington, DC 20006 25065

February 10, 2000

at Asongoned Background and Antificial watermank centification seal on the Back. Rold at an aware to view sea

Five Hundred Fifteen & 0/100

Net Amount \$515.00

TO THE ORDER OF

Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025065# #054000B07# 20667#01683409#

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING	FEDERAL COMM	41 NIC ATIONS COMMISSION	APPROVED BY OMB 3060-0589
BEFORE FROM LEAD		TANCE ADVICE	SPECIAL USE
			22 22 23 27
1) LOCKBOX # 358160	PAGE N	NO OF	FCC USE ONLY
3.	SECTION A	A - PAYER INFORMATION	
(2) PAYER NAME (if paying by credit card, enter name exa Bryan Cave LLP	ctly as it appears on your card)	Į.	(3) TOTAL AMOUNT PAID (dollars and cents)
(4) STREET ADDRESS LINE NO. 1			s 515.00
700 Thirteenth Street, N.W., Sui	te 700		
(5) STREET ADDRESS LINE NO. 2			
(6) CITY			(8) ZIP CODE
Washington (9) DAYTIME TELEPHONE NUMBER (Include area code)		(10) COUNTRY CODE (if not in U.S.A.)	20005
(202) 508-6000			
		T NAME ARE DIFFERENT, CO , USE CONTINUATION SHEET	
		APPLICANT INFORMATION	3 (FORM 135-C)
11) APPLICANT NAME (if paying by credit card, enter name	exactly as it appears on your car	nd)	
AOL Time Warner Inc. 12) STREET ADDRESS LINE NO. 1			
75 Rockefeller Plaza			
13) STREET ADDRESS LINE NO. 2			
14) CITY		1	(16) ZIP CODE
New York 17) DAYTIME TELEPHONE NUMBER (Include area code)		(18) COUNTRY CODE (if not in U.S.A.)	10019
(212) 484-8000			
COMPLETE SECTION C FOR EACH		BOXES ARE NEEDED, USE C PAYMENT INFORMATION	CONTINUATION SHEETS (FORM 159-C)
19A) FCC CALL SIGN/OTHER ID (20A) PAYMENT 1			IN BLOCK 20A FCC USE ONLY
E990035 C	N X	1 s	385.00
23A) FCC CODE 1		(24A) FCC CODE 2	
19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT 1	YPE CODE (PTC) (21)	B) QUANTITY (22B) FEE DUE FOR (PTC)	IN BLOCK 20B FCC USE ONLY
E990041 C	FX	1 s	130.00
23B) FCC CODE 1		(24B) FCC CODE 2	
19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT T	YPE CODE (PTC) (216	C)QUANTITY (22C) FEE DUE FOR (PTC)	IN BLOCK 20C FCC USE ONLY
		s	
23C) FCC CODE 1		(24C) FCC CODE 2	
19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT T	YPE CODE (PTC) (211	D)QUANTITY (22D) FEE DUE FOR (PTC)	IN BLOCK 20D FCC USE ONLY
		\$	
23D) FCC CODE 1	_	(24D) FCC CODE 2	
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25)		- 	PUCANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2)
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7.1.2.1.2.1.2.1.2.1.2.1.2.1.2.1.2.1.2.1.		NE - CERTIFICATION	101111111111111111111111111111111111111
7) CERTIFICATION STATEMENT John R. Wilner			*
(PRINT NAME)	-		foregoing and supporting information
re true and correct to the best of my		on and belief. SIGNATUREC CARD PAYMENT INFORMATION	-/ TAM IC WI PM
(8) MASTERCARDIVISA ACCOUN		CARD PATMENT INFORMATION	EXPIRATION DATE:
MASTERCARD			
			MONTH YEAR
VISA I hereby authorize the FCC to charge my VISA or M	ASTERCARD AUTHORIZ	IZED SIGNATURE	DATE

Approved by OMB	FCC Use Only
FCC 312	File Number:
Main Form Est Avg Burden Hours	
Per Response 11 Hrs	Call Sign:
FEDERAL COMMUNICATIONS COMMISSION	
A DRI LOADION DOD CARRY I ME CDACE AND DARRIES CHARLON AUTHORIZATIONS	
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS	Fee Number

APPLICANT INFORMATION

1. Legal Name of Applicant	2. Voice Telephone	Number	
AOL Time Warner Inc.	(203) 328-06	600	
3. Other Name Used for Doing Business (if any)	4. Fax Telephone N	umber	
	(203) 328-48	40	
5. Mailing Street Address or P.O. Box	6. City		
c/o Time Warner Cable, 290 Harbor Drive	Stamford		
· ·	7. State / Country (if not U.S.A.)	8. Zip Code	
ATTENTION: Marc J. Apfelbaum	CT	06902	
9. Name of Contact Representative (If other than applicant) *	10. Voice Telephone	Number	
John R. Wilner	(202) 508-6	6041	
11. Firm or Company Name	12. Fax Telephone	Number	
Bryan Cave LLP	(202) 508-6	5200	
13. Mailing Street Address or P.O. Box	14. City		
700 Thirteenth Street, N.W., Suite 700	Washington		
	15. State / Country (if not U.S.A.)	16. Zip Code	
ATTENTION:	DC	20005	

*cc: Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006 (202) 719-7303

CLASSIFICATION OF FILING

17. Place an "X" in the box next to	the classification that applies to this filing for both questions a. a	and b. Mark only one box for 17a and only one box for 17b.
	bl. Application for License of New Station	b6. Transfer of Control of License or Registration
al. Earth Station	b2. Application for Registration of New Domestic Receive-Only Station	☐ b7. Notification of Minor Modification
	b3. Amendment to a Pending Application	b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
a2. Space Station	b4. Modification of License or Registration	b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
	b5. Assignment of License or Registration	b10. Other (Please Specify):
18. If this filing is in reference to an	existing station, enter:	19. If this filing is an amendment to a pending application enter:
Call sign of station:		(a) Date pending application was filed: (b) File number of pending application:
E99	90035; E990041	

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place	ce an "X" in the box(es) next to all that apply.							
a. Fixed Satellite c. Radiodetermination Satellite e. Direct to Home Fixed Satellite								
b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service	g. Other (please specify)							
21. STATUS. Place an "X" in the box next to the applicable status. Mark only one box.	22. If earth station applicant, place an "X" in the box(es) next to all that apply.							
a. Common Carrier	X a. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites							
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filling	ings. Mark only one box. Are these facilities:							
a. Connected to the Public Switched Network b. Not connected to the Public Switched Network								
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).								
a. C-Band (4/6 GHz)								
X b. Ku-Band (12/14 GHz) c. Other (Please specify)								
TYPE OF S	TATION							
25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.								
a. Fixed Earth Station b. Temporary-Fixed Earth Station c. 12/14 GHz VSAT Network	d. Mobile Earth Station e. Space Station (Specify)							
If space station applicant, go to Question 27.	(spany)							
26. TYPE OF EARTH STATION FACILITY Mark only one box.								
a Transmit/Receive								
PURPOSE OF MODIFICAT	FION OR AMENDMENT							
27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.								
a authorization to add new emission designator and rela	ated service							
b authorization to change emission designator and relate								
c authorization to increase EIRP and EIRP density								
d authorization to replace antenna								
e authorization to add antenna								
f authorization to relocate fixed station								
g authorization to change assigned frequency(ies)								
h authorization to add Points of Communication (satelli	•							
i authorization to change Points of Communication (sat j authorization for facilities for which environmental as	•							
k - Other (Please Specify)	ssessment and radiation nazzard reporting is required							
ENVIRONMENTAL POLICY								
28 Would a Commission grant of any proposal in this application or amendment have a significant environmental impa	act as defined by A7 CED 1 13079							
It YTS, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.	.1308 and 1.1311, as an exhibit to this application.							
A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifica	ations, or major amendments. Refer to OET Bulletin 65.							

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	☐ YES	X NO
30. Is the applicant an alien or the representative of an alien?	☐ YES	X NO
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ YES	X NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		
BASIC QUALIFICATIONS		
35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	☐ YES	X NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of the stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduce control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	X YES	□ NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	☐ YES	x NO
What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

43. Description. (S	Summarize the nature of the application and the services to be provided).		
]			
<u> </u>			
Exhibit No.	Identify all exhibits that are attached to this application.		
<u> </u>			
	CERTIFICATIO)N	
previous use of tapplication wou are incorporated	vaives any claim to the use of any particular frequency or of the electromagnetic he same, whether by license or otherwise, and requests an authorization in according to the applicant to be in violation of the spectrum aggregation limit in therein as if set out in full in this application. The undersigned, individually and ed exhibits are true, complete and correct to the best of his or her knowledge and	rdance with this application. The app 47 CFR Part 20. All statements mad d for the applicant, hereby certifies th	licant certifies that grant of this e in exhibits are a material part hereof and
44. Applicant is a	(an): (Place an "X" in the box next to applicable response.)		
a. Individual	☐ b. Unincorporated Association ☐ c. Partnership ☐ d. Corporation		Other Please specify)
45. Typed Name of Per	son Signing	46. Title of Person Signing	
Thomas E. I	McEnerney	Vice President	
42.0			48. Date
	w.W. M. Enerny		February 9, 2000
L.	L FALSE STATEMENTS MADE ON THIS FORM ARE PUNIS		
	e, Title 18, Section 1001), AND/OR REVOCATION OF ANY ST		(U.S. Code, Title 47,
Section 31	2(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section	503).	

					FOCATE	D-1.	
FEDERAL COM	FCC Use	Only					
FC	C 312 - Sched	ule A					
(Place a	in "X" in one of the blo	cks below)		·			
X CONSENT TO TRANSFER OF CONTROL		CONSENT TO AS	SSIGNMENT OF	LICENSE			
☐ NOTIFICATION OF TRANSFER OF CON			OF ASSIGNMEN				
☐ OF RECEIVE ONLY REGISTRATION		OF RECEIVE ON	ILY REGISTRAT	ION			
A1. Name of Licensee or Registrant					A2. Voice	Telephone Number	
Time Warner Entertainment-Advance/Ne	whouse Part	nership				3) 799-5728	
A3. Mailing Street Address or P.O. Box					A4. Fax	Felephone Number	
P.O. Box 6659							
ATTENTION: Don Sambol A5. City				A6. State / Country (if a	ot U.S.A.)		A7. Zip Code
Englewood				CO	0.0.11)		80155
A8. List Call Sign(s) of station(s) being assigned or transfered							A9. No. of station(s)
							listed
E990035; E990041 A10. Name of Transferor/Assignor (if different than licensee or registr	ant)		A15. Name of Transfer	na/Accionas			2
Time Warner Inc.	ant)		AOL Time Wa	-			
All. Mailing Street Address or P.O. Box			A16. Mailing Street Ac				
c/o Time Warner Cable, 290 Harbor Driv	е			ner Cable, 290	Harbo	or Drive	
		4. Zip Code 6902	A17. City Stamford			A18. State/Country	A19. Zip Code
Stamford CT A20. If these facilities are licensed, is the transferee/s						СТ	06902
If Yes, attach as an exhibit, a statement (includ- identifies the nature and extent of control inclu- entity and any intermediate subsidiaries or part	ing organizational ding: (1) the name ies; and (2) the na	l diagrams where a e, address, citizens imes, addresses, cit	ppropriate) which in the propriate in the primary be tizenship, and the primary be to the primary which is the primary with the primary which is the primary with the primary which is the primary with the primary which is the primary with the pri	fully and completely usiness of the contro percentages of votin	olling	☐ YES	X NO
equity stock of those stockholders holding 10 p A21. If these facilities are licensed, attach as an exhi			·		ment or	transfer will serve	the public interest
A21. If these facilities are neclised, attach as an exili	on, a complete sta		ICATION	now now the assign	illent of	transier with serve	the public interest.
1. The undersigned, individually and for licensee, cer	tifies that all attac			and all statements	nade in	Schedule A of this	s application are true
complete and correct to the best of his/her knowledge constitute the full agreement.	and belief. The u	ndersigned also ce	rtifies that any conf	racts or other instru	iments s	ubmitted herewith	are complete and
2. The undersigned represents that stock will not be control or assignment of license will be completed within 30 days of consummation.	thin 60 days of C	control will not be ommission consent	The undersigned	also acknowledges	that the (Commission must	be notified by letter
A22. Printed Name of Licensee (Must agree with A1)	A23. Signature	2		A24. Title (Office Held	•	U U	A25. Date
Time Warner Entertainme nt-Advance/ Newhouse Partnership	Kneek	80 Mayo		Corporate Offi General Partn	er		Feb. 9 , 200
A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10)	A27. Signature		tom	A28. Title (Office Held)	by Person S	igning)	A29. Date
Time Warner Inc.		~ 63/1/		Vice Presiden	t		Feb. ⁹ , 200
A30 Printed Name of License Transferee/Assignee	A31 Signature	11 nice	0	A32. Title (Office Held	by Person S	igning)	A33. Date
AOL Time Warner Inc.	Monun	w. on En	course	Vice Presiden	t		Feb. 9, 200

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA KUWAIT CITY. KUWAIT ABU DHABI, UNITED ARAB EMIRATES DUBAI, UNITED ARAB EMIRATES HONG KONG SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

Via Hand Delivery

Federal Communications Commission International Bureau-Earth Stations P.O. Box 358160 Pittsburgh, PA 15251-5160

Re:

Domestic Fixed Satellite Service
Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Turner Broadcasting System, Inc., licensee of Stations E920013, E980173; and E980181 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$645.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

10 hm & When

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186988v1

BRYAN CAVELLP

700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANK Number Washington, DC 20006 25066

MARK CERTIFICATION SEAL ON THE BACK - HOLD AT AN ANGLE TO VIEW SEAL

February 10, 2000

Six Hundred Forty Five & 0/100

Net Amount \$645.00

TO THE ORDER OF

Federal Communications

Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025066# #054000B0?# 2066?#O1683409#

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7) CERTIFICATION STATEMENT																	-				
John R. Wilner	NAME)				 , '	Cer	tify	under	penali	ty of	perjur	y that			-		7-		g inf	orma	ation
re true and correct to th	e best	t of m	y kn				_						•	7 · hm	K	Wi	me	<u> </u>			
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VISA hereby authorize the FO	CC to charge	e my VISA	X MAS	TERCARD)		AUT	HORIZEC	SIGNATU	JRE				D/	ATE						
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Main Form	ed by OMB 3060-0678 irden Hours	FCC Use Only File Number:
FEDERAL COMMUNICATIONS COMMISSION	ie. IIHirs	Call Sign:
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS		Fee Number

APPLICANT INFORMATION

1. Legal Name of Applicant	2. Voice Tel	ephone Number				
AOL Time Warner Inc.	(212) 4	(212) 484-8000				
3. Other Name Used for Doing Business (if any)	4. Fax Telep	4. Fax Telephone Number				
	(212) 3	33-3987				
5. Mailing Street Address or P.O. Box	6. City					
c/o Time Warner Inc., 75 Rockefeller Plaza	New York					
· ·	7. State / Country (if not U.S.A.)	8. Zip Code				
ATTENTION: Thomas E. McEnerney	NY	10019				
9. Name of Contact Representative (If other than applicant) *	10. Voice To	elephone Number				
John R. Wilner	(202)	(202) 508-6041				
11. Firm or Company Name	12. Fax Tel	12. Fax Telephone Number				
Bryan Cave LLP	(202)	508-6200				
13. Mailing Street Address or P.O. Box	14. City					
700 Thirteenth Street, N.W., Suite 700	Washington					
1	15. State / Country (if not U.S.A.)	16. Zip Code				
ATTENTION:	DC	20005				

*cc: Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006 (202) 719-7303

CLASSIFICATION OF FILING

17. Place an "X" in the box next to	the classification that applies to this filing for both questions a. and b. Ma	rk only one box for 17a and only one box for 17b.				
	bl. Application for License of New Station	b6. Transfer of Control of License or Registration				
al. Earth Station	b2. Application for Registration of New Domestic Receive-Only Station	b7. Notification of Minor Modification				
	b3. Amendment to a Pending Application	b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite				
a2. Space Station	b4. Modification of License or Registration	b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States				
	b5. Assignment of License or Registration	b10. Other (Please Specify):				
18. If this filing is in reference to an	existing station, enter:	19. If this filing is an amendment to a pending application enter:				
Call sign of station:		(a) Date pending application was filed: (b) File number of pending application:				
E920013; E980173; E980181						

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place X a. Fixed Satellite	g. Other (please specify)
21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.	. If earth station applicant, place an "X" in the box(es) next to all that apply.
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24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s). X a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz) c. Other (Please specify)	
TYPE OF ST	<u>ration</u>
If space station applicant, go to Question 27.	d. Mobile Earth Station e. Space Station f. Other (Specify)
26. TYPE OF EARTH STATION FACILITY Mark only one box. X a. Transmit/Receive	
PURPOSE OF MODIFICAT	ION OR AMENDMENT
27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply. a — authorization to add new emission designator and relate b — authorization to change emission designator and relate c — authorization to increase EIRP and EIRP density d — authorization to replace antenna e — authorization to relocate fixed station g — authorization to relocate fixed station g — authorization to change assigned frequency(ies) h — authorization to add Points of Communication (satelli i — authorization to change Points of Communication (satelli j — authorization for facilities for which environmental ass k — Other (Please Specify)	tes & countries)
ENVIRONMENT	FAL POLICY
28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impactif YFS, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1 A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications.	et as defined by 47 CFR 1.1307? 1308 and 1.1311, as an exhibit to this application. YES NO

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	☐ YES	X NO
30. Is the applicant an alien or the representative of an alien?	☐ YES	X NO
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ YES	X NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		
BASIC QUALIFICATIONS		
35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	☐ YES	X NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of thos stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiducial control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	X YES	□ NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	☐ YES	NO X
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		:

^{*}It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

	(Summarize the nature of the application and the services to be provided). Ation requests Commission consent to the transfer of con-	strol of the Licensee from Time	
	to AOL Time Warner Inc.		
Exhibit No.	Identify all exhibits that are attached to this application.		
EXHIBIT NO.	identity an extribits that are attached to this application.		
	CERTIFIC	ATION	
previous use of application wo are incorporate	waives any claim to the use of any particular frequency or of the electromage of the same, whether by license or otherwise, and requests an authorization in a suld not cause the applicant to be in violation of the spectrum aggregation liked herein as if set out in full in this application. The undersigned, individual shed exhibits are true, complete and correct to the best of his or her knowled	n accordance with this application. The apmit in 47 CFR Part 20. All statements mally and for the applicant, hereby certifies t	plicant certifies that grant of this de in exhibits are a material part hereof and hat all statements made in this application
44. Applicant is	a (an): (Place an "X" in the box next to applicable response.)		
	b. Unincorporated Association		f. Other (Please specify)
45. Typed Name of Po	erson Signing	46. Title of Person Signing	
Thomas E.	McEnerney	Vice President	
		•	48. Date
	Vunus W.M. Encener		February 9 , 2000
1	JL FALSE STATEMENTS MADE ON THIS FORM ARE P		
1 '	de, Title 18, Section 1001), AND/OR REVOCATION OF AN		(U.S. Code, Title 47,
1 Section 3	312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Sec	tion 503).	

	· · · · · · · · · · · · · · · · · · ·						
	COMMUNICAT FCC 312 - Sch (Place an "X" in one of th		ON		FCC Use	Only	
▼ CONSENT TO TRANSFER OF CONT	ROL [CONSENT TO A	SSIGNMENT OF	LICENSE			
OF RECEIVE ONLY REGISTRATIO	CONTROL [_ ¬ NOTIFICATION		T			
Al. Name of Licensee or Registrant Turner Broadcasting System, Inc.						e Telephone Number) 827-1008	
A3. Mailing Street Address or P.O. Box	× 405266				A4. Fax	Telephone Number	
One CNN Center, P.O. Bo ATTENTION: Louise Sams	X 103366				(404) 827-1995	
A5. City		····		A6. State / Country (if r			A7. Zip Code
Atlanta				GA			30348
A8. List Call Sign(s) of station(s) being assigned or transfered E920013; E980173; E980181							A9. No. of station(s) listed
A10. Name of Transferor/Assignor (if different than licensee o	registrant)		A15. Name of Transfer	re/Assigner			
Time Warner Inc.	108134 4111)		AOL Time V	-			
A11. Mailing Street Address or P.O. Box			A16. Mailing Street Ac				
75 Rockefeller Plaza				rner Inc., 75 Re	ockefe		
New York	13. State/Country	A14. Zip Code 10019	A17. City New York			A18. State/Country	A19. Zip Code 10019
A20. If these facilities are licensed, is the trans If Yes, attach as an exhibit, a statement (i identifies the nature and extent of control entity and any intermediate subsidiaries of equity stock of those stockholders holding	ncluding organization including: (1) the normal r parties; and (2) the	onal diagrams where a name, address, citizens e names, addresses, ci	appropriate) which ship, and primary b tizenship, and the p	fully and completely usiness of the contro percentages of voting	olling	☐ YES	X NO
A21. If these facilities are licensed, attach as an	exhibit, a complete	e statement setting for	th the facts which s	how how the assign	ment or	transfer will serv	e the public interest.
			ICATION				
1. The undersigned, individually and for license complete and correct to the best of his/her know constitute the full agreement.	ee, certifies that all a ledge and belief. Th	attached exhibits perti ne undersigned also ce	nent to Schedule A ertifies that any con	and all statements r tracts or other instru	nade in iments s	Schedule A of the ubmitted herewith	s application are true, h are complete and
2. The undersigned represents that stock will no control or assignment of license will be comple within 30 days of consummation.	ot be delivered and the delivered within 60 days of	that control will not be Commission consen	transferred until that. The undersigned	ne Commission's coa also acknowledges t	nsent ha	s been received, t Commission mus	out that transfer of t be notified by letter
A22. Printed Name of Licensee (Must agree with A1)	A23. Signature	1 11		A24. Title (Office Held)	y Person S	Signing)	A25. Date
Turner Broadcasting System, Inc.		065 /	ь	Vice President	t		Feb. ^약 , 2000
A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10)	A27. Signature	1 - 1/1		A28. Title (Office Held b	y Person S	Gigning)	A29. Date
Time Warner Inc.	\h	SME	ا در	Vice President	t		Feb. 9, 2000
A30 Printed Name of License Transferee/Assignee (Must agree with A15)	A31. Signature	119/15	< :	A32. Title (Office Held)	y Person S	Signing)	A33. Date
AOL Time Warner Inc.	Vin.	merki). HE	nung	Vice President	:		Feb. 9, 2000

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission International Bureau-Earth Stations P.O. Box 358160 Pittsburgh, PA 15251-5160

Re:

Domestic Fixed Satellite Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Time Warner Entertainment Company, L.P., licensee of Stations E4063; E910207, E930421 and E930422 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$775.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Arha K Wihan

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186973v1

THIS CHECK IS VOID WITHOUT A COLORED BACKGROUND AND ARTIFICIAL WATERMARK CERTIFICATION SEAL ON THE BACK - HOLD AT AN ANGLE TO VIEW SEAL "

BRYAN CAVELLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25067

February 10, 2000

Seven Hundred Seventy Five & 0/100

Net Amount \$775.00

TO THE ORDER OF

Federal Communications

Commission

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

#0000025067# #054000807# 20667#01683409#

READ INSTRUCTIONS CAREFULLY															1	\PPR	OVE	DB	Y OM	B 30	60-058	
BEFORE PROCEEDING		ı		FEDERAL COMMUNICATIONS COMMISSION				N	SPECIAL USE													
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(6) CITY Washington	,) STATE					8) ZIP (
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11) APPLICANT NAME (if paying by cre AOL Time Warner Inc		iter name	e exa	ctly as it	арреа	ers on y	our can	d)														
12) STREET ADDRESS LINE NO. 1	'															• • • • • • • • • • • • • • • • • • • •						
75 Rockefeller Plaza 13) STREET ADDRESS LINE NO. 2																						
(4) CITY New York								(15) N	STATE					16) ZIP 1001								
(212) 484-8000	nclude area	a code)								TRY C	ODE (if n	ot in U.S		1001	J							
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3A) FCC CODE 1			1						(24A)		CODE 2											
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7) CERTIFICATION STATEMENT John R. Winer (PRINT NA	ME\	<u>-</u>			, Ce	ertify	unde	er p	enalt	y of	perju	ry tha	t the t	foreg	oing	ang	d Su	ppo	rtin	g inf	orm	ation
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VISA I hereby authorize the FCC	to charge my	VISA or M	ASTE	RCARD		AU	THORIZ	ED S	GNATUR	₹E					DATE	=						
for the service(sVauthorizat	ion(s) herein «	described				•																

Main Form	Approved by OMB 3060-0678 Avg Burden Hours	FCC Use Only File Number:
FEDERAL COMMUNICATIONS COMMISSION	Per Response: 11 Hrs.	Call Sign:
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATION	Fee Number	

APPLICANT INFORMATION

1. Legal Name of Applicant		2. Voice Telephone Number					
AOL Time Warner Inc.		(212) 484-8000					
3. Other Name Used for Doing Business (if any)	4. Fax Telephone Number						
	(212) 333-3987						
5. Mailing Street Address or P.O. Box	6. City						
c/o Time Warner Inc., 75 Rockefeller Plaza	New York						
·	7. State / Country (if not I	J.S.A.)	8. Zip Code				
ATTENTION: Thomas E. McEnerney	NY		10019				
9. Name of Contact Representative (If other than applicant)	10. Voice Telephone Number						
John R. Wilner	(202) 508-6041						
11. Firm or Company Name	12. Fax Telephone Number						
Bryan Cave LLP	(202) 508-6200						
13. Mailing Street Address or P.O. Box	14. City						
700 Thirteenth Street, N.W., Suite 700	Washington						
· · ·	15. State / Country (if not	U.S.A.)	16. Zip Code				
ATTENTION:	DC		20005				

*cc: Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006 (202) 719-7303

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.										
{	b1. Application for License of New Station	b 6. Transfer of Control of License or Registration								
a1. Earth Station a2. Space Station	b2. Application for Registration of New Domestic Receive-Only Station	b7. Notification of Minor Modification								
	b3. Amendment to a Pending Application	b8 . Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite								
	b4. Modification of License or Registration	b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States								
	b5. Assignment of License or Registration	b10. Other (Please Specify):								
18. If this filing is in reference to an existing station, enter:		19. If this filing is an amendment to a pending application enter:								
Call sign of station:		(a) Date pending application was filed: (b) File number of pending application:								
E4063, E910207; E930421; E930422										

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place	an "X" in the box(es) next to all that apply.									
a. Fixed Satellite c. Radiodetermination Satellite e. Direct to Home Fixed Satellite										
b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service	g. Other (please specify)									
21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.	. If earth station applicant, place an "X" in the box(es) next to all that apply.									
a. Common Carrier b. Non-Common Carrier	x a. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites									
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filing	gs. Mark only one box. Are these facilities:									
a. Connected to the Public Switched Network b. Not connected to the Public Switched Network										
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).										
X a. C-Band (4/6 GHz)										
b. Ku-Band (12/14 GHz) c. Other (Please specify)										
TYPE OF ST	ΓΑΤΙΟΝ									
25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.	IATION									
	d. Mobile Earth Station e. Space Station f. Other									
If space station applicant, go to Question 27.	(Specify)									
26. TYPE OF EARTH STATION FACILITY Mark only one box.										
x a. Transmit/Receive b. Transmit-Only c. Receive-Only										
PURPOSE OF MODIFICAT	ION OR AMENDMENT									
27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.	TOTA OR ANIELADINE IA									
a authorization to add new emission designator and relat	ted service									
b authorization to change emission designator and relate										
c authorization to increase EIRP and EIRP density										
d authorization to replace antenna										
e – authorization to add antenna										
f – authorization to relocate fixed station										
g authorization to change assigned frequency(ies) h authorization to add Points of Communication (satelli	tes & countries)									
i authorization to add rollins of Communication (saternal)	•									
j authorization for facilities for which environmental ass										
k Other (Please Specify)	out the state of t									
ENVIRONMENT	FAL POLICY									
28 Would a Commission grant of any proposal in this application or amendment have a significant environmental impact										
If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1	308 and 1.1311, as an exhibit to this application.									
A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modificat	tions, or major amendments. Refer to OET Bulletin 65.									

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	☐ YES	X NO
30. Is the applicant an alien or the representative of an alien?	☐ YES	X NO
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ YES	X NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		
BASIC QUALIFICATIONS		
35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	☐ YES	X NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of the stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiducion control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	X YES	□NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	☐ YES	X NO
What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

This applica	Summarize the nature of the application and the services to be provided). Ition requests Commission consent to the transfer of control to AOL Time Warner Inc.	of the Licensee from Time	
Exhibit No.	Identify all exhibits that are attached to this application.		
Exmon ivo.	identify an exhibite that are accounted to this approacher.		
L	CERTIFICATIO	IN .	
previous use of application wo are incorporate	waives any claim to the use of any particular frequency or of the electromagnetic the same, whether by license or otherwise, and requests an authorization in accould not cause the applicant to be in violation of the spectrum aggregation limit in d herein as if set out in full in this application. The undersigned, individually and hed exhibits are true, complete and correct to the best of his or her knowledge and	spectrum as against the regulatory produce with this application. The application of the AP CFR Part 20. All statements made for the applicant, hereby certifies the statements of the applicant, hereby certifies the statements of the applicant.	plicant certifies that grant of this e in exhibits are a material part hereof and
44. Applicant is	a (an): (Place an "X" in the box next to applicable response.)		
a. Individual	b. Unincorporated Association c. Partnership d. Corporation		Other Please specify)
45. Typed Name of Pe	rson Signing	46. Title of Person Signing	
Thomas E.	McEnerney	Vice President	
47. Signature	11:71/1/2		48. Date
Chin	na, W. M. Enusuy		February 9, 2000
WILLFU (U.S. Co	UL FALSE STATEMENTS MADE ON THIS FORM ARE PUNIS de, Title 18, Section 1001), AND/OR REVOCATION OF ANY ST 12(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section	TATION AUTHORIZATION	IMPRISONMENT (U.S. Code, Title 47,

FEDERAL (COMMUNICATIO FCC 312 - Sche	ONS COMMISSIC	ON		CC Use	Only			
						1			
((Place an "X" in one of the b	blocks below)		1					
X CONSENT TO TRANSFER OF CONT	LICENSE								
NOTIFICATION OF TRANSFER OF		NOTIFICATION (OF ASSIGNMEN	г					
☐ OF RECEIVE ONLY REGISTRATION	N	OF RECEIVE ON	LY REGISTRATI	ION					
A1. Name of Licensee or Registrant				1		Telephone Number			
Time Warner Entertainment Compa	iny, L.P.					6) 361-8304			
A3. Mailing Street Address or P.O. Box 300 New Highway				'	44. rax	Telephone Number			
ATTENTION: Elmer Musser				1	(51	6) 361-8281			
A5. City				A6. State / Country (if not			A7. Zip Co	de	
Hauppauge				NY			11788		
A8. List Call Sign(s) of station(s) being assigned or transfered							A	9. No. of sta listed	ition(s)
E4063; E910207; E930421; E930422	,							4	
A10. Name of Transferor/Assignor (if different than licensee or			A15. Name of Transfere	ee/Assignee			<u> </u>		
Time Warner Inc.			AOL Time W						
All. Mailing Street Address or P.O. Box			A16. Mailing Street Ad		-16-	Har Diago	-		
75 Rockefeller Plaza	13. State/Country	A14. Zip Code	A17. City	rner Inc., 75 Ro	скете	Al8. State/Country	T 410	Zip Code	
	NY NY	10019	New York			NY	, ,		
A20. If these facilities are licensed, is the transf If Yes, attach as an exhibit, a statement (in identifies the nature and extent of control entity and any intermediate subsidiaries of equity stock of those stockholders holding	ncluding organization including: (1) the na or parties; and (2) the	nal diagrams where a ame, address, citizensl names, addresses, cit	ppropriate) which f hip, and primary but tizenship, and the p	ully and completely isiness of the controll ercentages of voting		YES	1 🗴	10	
A21. If these facilities are licensed, attach as an	ı exhibit, a complete	statement setting fort	h the facts which sh	now how the assignm	ent or	transfer will serve	the publi	c interest	1.
			ICATION						
1. The undersigned, individually and for license complete and correct to the best of his/her know constitute the full agreement.									ıe,
2. The undersigned represents that stock will no control or assignment of license will be complet within 30 days of consummation.	ted within 60 days of								r
A22. Printed Name of Licensee (Must agree with A1) Time Warner Entertainment Compa	A23 Signature	nmil		A24. Title (Office Held by	Person S	Gigning)	1	A25. Date	
L.P.	my, Level	Silling	Vice President:			eral Partner	1	Feb. ⁹ ,	, 2000
A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10)	A27. Signature		21	A28. Title (Office Held by	Person S	Signing)	1	29. Date	
Time Warner Inc.		1/1/	F/0	Vice President				Feb. ٩ ,	2000
A30 Printed Name of License Transferee/Assignee	A31. Signature	1 Mice		A32. Title (Office Held by	Person S	Signing)		A33. Date	
(Musi agree with A15) AOL Time Warner Inc.	Minne	in (0.14 EM	(inu)	Vice President				Feb. 9,	2000

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

ST. LOUIS, MISSOURI NEW YORK, NEW YORK KANSAS CITY, MISSOURI OVERLAND PARK, KANSAS PHOENIX, ARIZONA SANTA MONICA, CALIFORNIA IRVINE, CALIFORNIA

BRYAN CAVE LLP 700 THIRTEENTH STREET, N.W.

WASHINGTON, D.C. 20005-3960

(202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA KUWAIT CITY. KUWAIT ABU DHABI, UNITED ARAB EMIRATES DUBAI, UNITED ARAB EMIRATES HONG KONG SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

> IN ASSOCIATION WITH BRYAN CAVE, A MULTINATIONAL PARTNERSHIP. LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

Via Hand Delivery

Federal Communications Commission International Bureau-Earth Stations P.O. Box 358160 Pittsburgh, PA 15251-5160

Re:

Domestic Fixed Satellite Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Cable News Network LP, LLLP, licensee of the stations in the Domestic Fixed Satellite Service listed in the Attachment hereto. The Transferor is Time Warner Inc.; the Transferoe is AOL Time Warner Inc.

This firm's check in the amount of \$2,335.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Arhor KW. hen

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186984v1

ATTACHMENT

Station Call Signs

E2001

E890835

E861053

E880870

E890577

E890834

E890836

E900975

E930204

E940420

E940421

E940422

E950363

E970490

E990281

E990282

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000 FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25069

February 10, 2000

Two Thousand Three Hundred Thirty Five & 0/100

Net Amount \$2,335.00

TO THE ORDER OF

Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

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FCC FORM 159-C JULY 1997 (REVISED)

FCC 312	Approved by OMB	FCC Use Only
	3060-0678	File Number:
Main Form	Est Avg. Burden Hours	
	Per Response: 11 Hrs.	Call Sign:
FEDERAL COMMUNICATIONS COMMISSION	-	
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AU	JTHORIZATIONS	Fee Number

APPLICANT INFORMATION

1. Legal Name of Applicant	2. Voice Telephone ?	Number		
AQL Time Warner Inc.	(212) 484-80	000		
3. Other Name Used for Doing Business (if any)	4. Fax Telephone No	umber		
	(212) 333-39	987		
5. Mailing Street Address or P.O. Box	6. City			
c/o Time Warner Inc., 75 Rockefeller Plaza	New York			
·	7. State / Country (if not U.S.A.)	8. Zip Code		
ATTENTION: Thomas E. McEnerney	NY	10019		
9. Name of Contact Representative (If other than applicant)	10. Voice Telephone	Number		
John R. Wilner	(202) 508-6	041		
11. Firm or Company Name	12. Fax Telephone N	Number		
Bryan Cave LLP	(202) 508-6	200		
13. Mailing Street Address or P.O. Box	14. City			
700 Thirteenth Street, N.W., Suite 700	Washington			
• •	15. State / Country (if not U.S.A.)	16. Zip Code		
ATTENTION:	DC	20005		

*cc: Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006 (202) 719-7303

CLASSIFICATION OF FILING

17. Place an "X" in the box next to	7. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.										
	b1. Application for License of New Station	b6. Transfer of Control of License or Registration									
al. Earth Station a2. Space Station	b2. Application for Registration of New Domestic Receive-Only Station	b7. Notification of Minor Modification									
	b3. Amendment to a Pending Application	b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite									
	b4. Modification of License or Registration	b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States									
	b5. Assignment of License or Registration	b10. Other (Please Specify):									
18. If this filing is in reference to ar	l n existing station, enter:	19. If this filing is an amendment to a pending application enter:									
Call sign of station:		(a) Date pending application was filed: (b) File number of pending application:									
Sec	e Exhibit 1										

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place	an "X" in the box(es) next to all that apply.
X a. Fixed Satellite	
b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service	g. Other (please specify)
21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.	. If earth station applicant, place an "X" in the box(es) next to all that apply.
a. Common Carrier b. Non-Common Carrier	a. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filing	gs. Mark only one box. Are these facilities:
a. Connected to the Public Switched Network b. Not connected to the	Public Switched Network
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).	
X a. C-Band (4/6 GHz) See Exhibit 1	
b. Ku-Band (12/14 GHz) c. Other (Please specify)	
TYPE OF ST	FATION
25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.	
a. Fixed Earth Station b. Temporary-Fixed Earth Station c. 12/14 GHz VSAT Network	d. Mobile Earth Station e. Space Station f. Other
If space station applicant, go to Question 27. See Exhibit 1	(Specify)
26. TYPE OF EARTH STATION FACILITY Mark only one box.	
X a. Transmit/Receive X b. Transmit-Only c. Receive-Only See Exhibit 1	
PURPOSE OF MODIFICAT	ION OR AMENDMENT
27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.	
a – authorization to add new emission designator and relat	ed service
b – authorization to change emission designator and relate	d service
c authorization to increase EIRP and EIRP density	
d – authorization to replace antenna	
e – authorization to add antenna	
f authorization to relocate fixed station g authorization to change assigned frequency(ies)	
h – authorization to add Points of Communication (satellit	tes & countries)
i – authorization to change Points of Communication (sate	•
j authorization for facilities for which environmental ass	·
k Other (Please Specify)	
ENVIRONMENT	
28 Would a Commission grant of any proposal in this application or amendment have a significant environmental impact	
11 YES, submit the statement as required by Sections 1 1308 and 1 1311 of the Commission's rules, 47 C.F.R. §§ 1.1	300 and 1.1311, as an exhibit to this application.
V Rashaton Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modificat	ions, or major amendments. Refer to OET Bulletin 65.
	P00 2.4 1.1 11 12 12 13 13 13 13 13 13 13 13 13 13 13 13 13

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	☐ YES	X NO
30. Is the applicant an alien or the representative of an alien?	☐ YES	X NO
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ YES	X NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	X NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		
BASIC QUALIFICATIONS		
35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	☐ YES	X NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	YES	X NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	X NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of thos stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiducity control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	X YES	□NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	☐ YES	X NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

This applica	Summarize the nature of the application and the services to be provided). Ition requests Commission consent to the transfer of control to AOL Time Warner Inc.	of the Licensee from Time	
Exhibit No.	Identify all exhibits that are attached to this application.		
	CERTIFICATIO	ON	
previous use of application wor are incorporate	waives any claim to the use of any particular frequency or of the electromagnetic the same, whether by license or otherwise, and requests an authorization in accould not cause the applicant to be in violation of the spectrum aggregation limit in d herein as if set out in full in this application. The undersigned, individually and hed exhibits are true, complete and correct to the best of his or her knowledge an	rdance with this application. The app 47 CFR Part 20. All statements mad d for the applicant, hereby certifies the	olicant certifies that grant of this le in exhibits are a material part hereof and
44. Applicant is a	a (an): (Place an "X" in the box next to applicable response.)		
a. Individual	☐ b. Unincorporated Association ☐ c. Partnership 🕱 d. Corporation		Other Please specify)
45. Typed Name of Pe	πson Signing	46. Title of Person Signing	
Thomas E.	McEnerney	Vice President	
47. Signature	Amus W. Ill Enuny	· ·	48. Date February 9 , 2000
(U.S. Cod	UL FALSE STATEMENTS MADE ON THIS FORM ARE PUNIS de, Title 18, Section 1001), AND/OR REVOCATION OF ANY S' 12(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section	TATION AUTHORIZATION	

TENER A			ON:		FCC Use	Only		
FEDERAL	COMMUNICATI FCC 312 - Sch	ONS COMMISSION	UN					
	(Place an "X" in one of the							
X CONSENT TO TRANSFER OF CON	TROL [CONSENT TO AS	SSIGNMENT OF	LICENSE				
NOTIFICATION OF TRANSFER O	CONTROL	¬ NOTIFICATION	OF ASSIGNMEN	T				
☐ OF RECEIVE ONLY REGISTRATION)N	[」] OF RECEIVE ON						
A1. Name of Licensee or Registrant		· · · · · · · · · · · · · · · · · · ·		***************************************	A2. Voice	Telephone Number		
Cable News Network LP, LLLP						827-1088		,,
A3. Mailing Street Address or P.O. Box	40EE72				A4. Fax 1	Telephone Number		
One CNN Plaza, P.O. Bo ATTENTION: Louise S. Sams	X 1055/3				(404)	827-1995		
AS City				A6. State / Country (if i		027-1995	A7. Zip Code	
Atlanta				GA	,		30348	
A8. List Call Sign(s) of station(s) being assigned or transfere	đ						A9. No. of statio	on(s)
See Exhibit 4							listed	
See Exhibit 1 A10. Name of Transferor/Assignor (if different than licensee	or registrant)		A15. Name of Transfer	ree/Assignee			3	
Time Warner Inc.			AOL Time V	-				
All. Mailing Street Address or P.O. Box			A16. Mailing Street A					
75 Rockefeller Plaza				rner Inc., 75 R	ockefe		Title 3: 0	
New York	A13. State/Country NY	A14. Zip Code 10019	A17. City New York			A18. State/Country	A19. Zip Code 10019	
A20. If these facilities are licensed, is the tran If Yes, attach as an exhibit, a statement identifies the nature and extent of contro entity and any intermediate subsidiaries equity stock of those stockholders holding	(including organization of the including: (1) the including: (2) the or parties; and (2) the	onal diagrams where a ame, address, citizens e names, addresses, ci	ppropriate) which hip, and primary b tizenship, and the p	fully and completely usiness of the controller centages of votin	olling	☐ YES	X NO	
A21. If these facilities are licensed, attach as	an exhibit, a complete	statement setting for	th the facts which s	how how the assign	ment or	transfer will serve	the public interest.	
			ICATION					
1. The undersigned, individually and for licen complete and correct to the best of his/her knd constitute the full agreement.	see, certifies that all a wledge and belief. Th	ttached exhibits pertii le undersigned also ce	nent to Schedule A ertifies that any con	and all statements i tracts or other instri	made in S iments si	Schedule A of this ubmitted herewith	application are true, are complete and	,
2. The undersigned represents that stock will control or assignment of license will be compl within 30 days of consummation.	eted within 60 days o	hat control will not be f Commission consen	transferred until the t. The undersigned	also acknowledges	that the (Commission must	ut that transfer of be notified by letter	
A22. Printed Name of Licensee (Must agree with A1)	A23. Signature		ka	A24. Title (Office Held	by Person S	igning)	A25. Date	
Cable News Network LP, LLLP		2 11	V	Vice President			Feb. 9, 2	2000
A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10)	A27. Signature	1 1	r	A28. Title (Office Held	by Person S	igning)	A29. Date	
Time Warner Inc.		- 13/Va	22	Vice President			Feb. 9, 2	2000
A30. Printed Name of License Transferce/Assignee (Must agree with A15)	A31. Signatur	mus W. M.E	~	A32. Title (Office Held	by Person S	igning)	A33. Date	
AOL Time Warner Inc.	(Xi	mus W. ME	neme	Vice President	t		Feb. 9, 2	2000

EXHIBIT 1

Station Call Signs

E2001*/ E890835**/ E861053*/ ***/ E880870** E890577** E890834**/ E890836*/ **/ E900975*/ E930204***/ E940420**/ E940421** E940422**/ E950363**/ E970490*/ **/ E990281*/ ***/ E990282*/ ***/

- Transmit/Receive Station. All other stations are Transmit-Only.
- "' Ku-Band/Temporary Fixed
- Ku-Band/Fixed

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.